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REPLY TO: CASSELBERRY OFFICE

950 S. WINTER PARK DRIVE
SUITE 112
CASSELBERRY, FLORIDA 32707

January 8, 2001

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*****70.00 *****70.00

Ms. Katherine Harris
Secretary of State
Corporate Division
P. O. Box 6327
Tallahassee, FL 32314

Re: All Cycles, Inc.

Dear Ms. Harris:

Please find enclosed Articles of Incorporation for All Cycles, Inc for filing with the State. Also enclosed is a check in the amount of \$70.00 representing \$35.00 for filing fee and \$35.00 for registered agent.

Thank you for your assistance in this matter.

ARTICLES OF INCORPORATION

OF

ALL CYCLES, INC.

FILED
01 JAN 11 PM 5:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, hereby associate ourselves together for the purpose of becoming a corporation for profit under the laws of the State of Florida, and do hereby certify that we have become such corporation under and pursuant to the following Articles of Incorporation:

ARTICLE I

The name of the corporation is ALL CYCLES, INC., located at 200 North French Avenue, Sanford, Florida 32771.

To do any and all things necessary, suitable and proper for the accomplishment of any of the purposes or for the attainment of any of the objects or for the exercise of any of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals or corporations, either in this State or throughout the United States, and elsewhere, and to do any other act or acts, thing or things, incidental or pertinent to or connected with the business hereinbefore described, or any part or parts thereof, if not inconsistent with the laws under which this corporation is organized.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one hundred (100) shares of \$1.00 par value.

ARTICLE IV

The amount of capital with which this corporation shall and does hereby begin business shall be, and is, the sum of ONE HUNDRED (\$100.00) Dollars.

ARTICLE IX

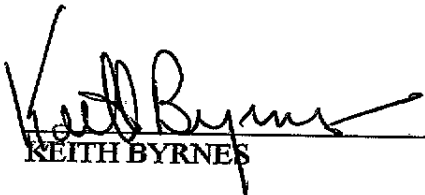
The name and post office address of each subscriber of this Certificate of Incorporation, and a statement of the number of shares of stock which he or she agrees to take is as follows:

Patrick C. Hrabosky 75 shares
1307 East Osceola Road
Geneva, FL 32732

Keith Byrnes 25 shares
118 Bonita Road
Debary, FL 32713

ARTICLE X

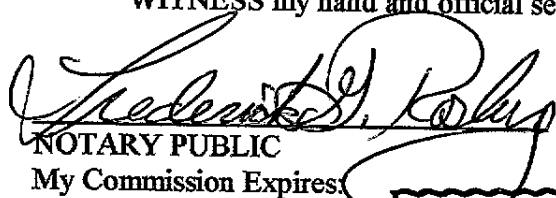
The officers of this corporation shall be a president, a vice-president, secretary and treasurer, and such other officers and agents as may be deemed necessary. All officers, agents and factors as may be deemed necessary shall be chosen in such manner,

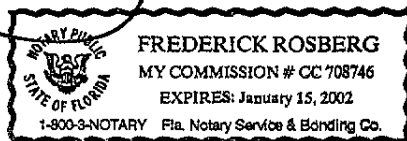
 (SEAL)
KEITH BYRNES

STATE OF FLORIDA
COUNTY OF _____

Before me this day personally appeared _____, to me well known to be the individual described in and who executed the foregoing Certificate of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 27 day of Dec, 2000.


NOTARY PUBLIC
My Commission Expires: _____




DESIGNATION OF REGISTERED AGENT

STATE OF FLORIDA
OFFICE OF SECRETARY OF STATE

FILED
01 JAN 11 PM 5:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, having been designated as Agent for the service of process within the State of Florida, upon ALL CYCLES, INC., a corporation, organized under the laws of the State of Florida, does hereby accept the appointment of such Agent for the above-named corporation. The location of the office of said Agent is 950 South Winter Park Drive, Suite 112, Casselberry, FL 32707.

IN WITNESS WHEREOF, the name and seal of the said Registered Agent is hereunto affixed at Casselberry, Seminole County, Florida, this 27 day of December, 2000.



JOSEPH W. THOMAS II
Registered Agent for ALL CYCLES, INC.